

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

FEDERAL TRADE COMMISSION,

Plaintiff,

v.

**FINANCIAL EDUCATION
SERVICES, INC., *et al.*,**

Defendants.

Case No. 2:22-cv-11120

Hon. Bernard A. Friedman

**DECLARATION OF PATRICK A. MILES, JR. IN SUPPORT OF
UNOPPOSED MOTION FOR ORDER APPROVING AND AUTHORIZING
PAYMENT OF MONITOR’S FEES AND PROFESSIONAL’S FEES AND
COSTS FOR THE APPLICATION PERIOD**

I, Patrick A. Miles, Jr., declare as follows:

1. I am an attorney at law duly licensed to practice before all courts of the State of Michigan and the United States District Court for the Eastern District of Michigan. I am currently a partner in the firm of Barnes & Thornburg LLP (“Barnes & Thornburg”). I am the former United States Attorney for the Western District of Michigan, serving in that role from July 2012 to January 2017 by appointment of President Barack Obama.

2. I have personal knowledge of the matters set forth in this declaration, and if I were called upon to testify as to these matters I could and would competently testify thereto.

3. I was appointed as temporary receiver (“Receiver”) in this action under the Court’s Temporary Restraining Order (“TRO”) entered on May 24, 2022. Under the TRO, I became the temporary receiver over the “Receivership Entities,” defined under the TRO to include the Corporate Defendants “as well as any other entity that has conducted any business related to Defendants’ credit repair services or investment opportunity, including receipt of Assets derived from any activity that is the subject of the Complaint in this matter, and that the Receiver determines is controlled or owned by any Defendant.”

4. On July 18, 2022, the Court entered an Order Denying Motion for Preliminary Injunction, Vacating Temporary Restraining Order, Terminating Asset Freeze, and Converting Receivership to Monitorship (the “Monitorship Order”). Under the Monitorship Order, I was appointed as a Monitor for the Monitored Entities, as that term is defined in the Monitorship Order (“Monitor”).

5. The Motion seeks payment of the fees and costs incurred by me and my team at Barnes & Thornburg LLP, acting as counsel for the Receiver, from September 1, 2022 through October 31, 2022. Furthermore, the Motion seeks the payment of the fees and costs incurred by Riveron, the Monitor’s financial advisor,

from September 1, 2022 through October 31, 2022. The period from September 1, 2022 through October 31, 2022 is referred to herein as the “Reporting Period.”

6. As set forth in the detailed billing records attached as **Exhibit A**, during the Reporting Period the Monitor’s counsel from Barnes & Thornburg and I incurred fees and costs totaling \$85,454.35 from September 1, 2022 through September 30, 2022, and \$64,847.73 from October 1, 2022 through October 31, 2022. The total amount of fees and costs incurred during the Reporting Period totaled \$150,302.08. The billing records attached as Exhibit A contain separate invoices and time entries for work performed in September and October 2022. All of the billing records submitted by me and Barnes & Thornburg itemize and detail the hours spent and the work performed by myself, and those attorneys and paralegals rendering services on this matter. Additionally, as set forth in the detailed billing records attached as **Exhibit B**, during the Reporting Period my financial advisors from Riveron incurred fees and costs totaling \$87,026.93 for professional services.

7. During the Reporting Period, with assistance from the Monitor’s counsel Barnes & Thornburg and financial advisor Riveron, we continued to monitor the Corporate Defendants’ compliance with the Monitor Order and applicable laws pursuant to the Monitorship Order. During this time, I and my team conducted numerous interviews with members of the Corporate Defendants’ sales and executive teams and prepared and submitted the initial Monitor’s report.

8. As a partner at Barnes & Thornburg, I am familiar with the methods and procedures used to create, record and maintain billing records for the clients of the firm. The billing summaries attached hereto as Exhibit A are prepared from computerized time records prepared contemporaneously with the services rendered by each attorney and paralegal billing time to the matter. These computerized records are prepared in the ordinary course of business by the attorneys and paralegals employed by the firm who have a business duty to accurately record their time spent and services rendered on the matters on which they perform work. The time records are transferred into computerized billing programs that generate monthly invoices under the supervision of the accounting department of the firm. Based upon my experience with Barnes & Thornburg, I believe the methods and procedures for recording and accounting for time and services for the clients of Barnes & Thornburg are reliable and accurate.

9. The fees charged by Barnes & Thornburg on this matter reflect a discounted rate below the standard hourly billing rates charged by the firm in 2022 for lawyers and paralegals who worked on this matter.


10. As set forth in Riveron's detailed billing records attached as Exhibit B, Riveron conducted extensive services at my direction in order to assist in the ongoing monitoring of the Corporate Defendants and their business operations.

11. Additional services performed by Riveron are set forth in detail on page two of the billing records attached as Exhibit B.

12. I have more than 30 years' experience as a business and commercial attorney and as a United States Attorney. Based on my experience, the rates charged by the Monitor and Monitor's counsel for the services rendered are reasonable and appropriate considering the nature and scope of the services rendered, the quality of services provided, the complexity of this monitorship estate and issues involved, and other factors and circumstances. This is particularly true given the number of business entities at issue, the interplay between those business entities and their operations.

I declare under penalty of perjury that the foregoing is true and accurate.

Executed on December 15, 2022.



PATRICK A. MILES, JR.

EXHIBIT A

to Declaration

BARNES & THORNBURG LLP

171 Monroe Avenue NW, Suite 1000
Grand Rapids, MI 49503 U.S.A.
E.I.N. 35-0900596
(616) 742-3930

MONITORSHIP OF FINANCIAL EDUCATION SERVICES
ET AL.
BARNES & THORNBURG LLP
171 MONROE AVENUE, N.W.
GRAND RAPIDS, MI 49503

Invoice 3031995

November 28, 2022
Patrick Miles, Jr
00092319-00000001

PAYABLE UPON RECEIPT

Fees for Services	\$	145,414.00
Other Charges	\$	4,888.08
Total This Invoice	\$	150,302.08

REMITTANCE

To remit payments by check, please return this page with remittance to:
Barnes & Thornburg LLP, 11 South Meridian Street, Indianapolis, Indiana 46204-3535 U.S.A.

To remit payments by ACH or Wire, send remittance advice to wireconfirmations@btlaw.com Send payment to:
Fifth Third Bank, Indianapolis, IN, Account Number: 7653510706 SWIFT CODE: FTBCUS3C
ABA #074908594 for ACH ABA #042000314 for Wires

BARNES & THORNBURG LLP

171 Monroe Avenue NW, Suite 1000
Grand Rapids, MI 49503 U.S.A.
E.I.N. 35-0900596
(616) 742-3930

MONITORSHIP OF FINANCIAL EDUCATION
SERVICES ET AL.
BARNES & THORNBURG LLP
171 MONROE AVENUE, N.W.
GRAND RAPIDS, MI 49503

Invoice 3031995

Page 2

November 28, 2022
Patrick Miles, Jr
00092319-00000001

PAYABLE UPON RECEIPT

00092319-00000001

MONITORSHIP

For legal services rendered in connection with the above matter for the period ending October 31, 2022 as described on the attached detail.

Fees for Services	\$	145,414.00
Other Charges	\$	<u>4,888.08</u>
Total This Invoice	\$	150,302.08

00092319-00000001 MONITORSHIP OF FINANCIAL EDUCATION
SERVICES ET AL.

Page 3

MONITORSHIP

Summary of Invoice

Date	Name	Description	Hours	Amount
09/01/22	Erika Weiss	Review and analyze Redemption Agreement and related exhibit agreements.	1.00	375.00
09/02/22	Patrick Miles, Jr	Review email from Sean Scullen regarding Training Session. Prepare and send email to Monitor Team regarding same. Send email to Sean Scullen and attention to response. Attention to emails from Monitor Team. Review email from Sean Scullen and responses to Monitor Information Request number 1.	1.70	1,011.50
09/03/22	Patrick Miles, Jr	Prepare and finalize travel arrangements to Training session. Attention to emails from Monitor Team.	0.30	178.50
09/04/22	Patrick Miles, Jr	Attention to emails from and to Monitor Team.	0.20	119.00
09/05/22	Patrick Miles, Jr	Attention to emails from and to Gene Kohut.	0.20	119.00
09/06/22	Patrick Miles, Jr	Review UWE documents from Sean Scullen and responses to information requests. Video conference with David Hall, Anthony Sallah, and Gene Kohut. Prepare and send email to Monitor Team. Attention to emails from Richard Epstein and to Mr. Epstein from Anthony Sallah.	1.90	1,130.50
09/06/22	David Hall	Team call with Dery, Kohut, Miles, Sallah re status of work streams, review of diligence responses, other strategic matters; call with Sallah re strategic matter; correspondence re budget.	1.00	530.00
09/06/22	Anthony Sallah	Confer with Michael Dery, Patrick Miles, and David Hall regarding response to Monitor's request for information and documents, review and analyze same, and organize documents received in response to request in connection with same.	1.40	630.00
09/07/22	Patrick Miles, Jr	Attention to emails with Richard Epstein and Anthony Sallah. Confer with Anthony Sallah and David Hall. Telephone conference with Greg Ashe. Attention to emails with Michael Dery of Riveron. Telephone conference with Anthony Sallah. Review responses to information requests and prepare work plan.	1.80	1,071.00
09/07/22	David Hall	Call with Miles and Sallah re consideration of	1.00	530.00

00092319-00000001 MONITORSHIP OF FINANCIAL EDUCATION
SERVICES ET AL.

Page 4

MONITORSHIP

Date	Name	Description	Hours	Amount
		strategic matters; various correspondence re monitor order interpretation; correspondence to B Melendez re compliance review of materials received from company in response to document requests.		
09/07/22	Anthony Sallah	Prepare outlines for potential agent and company personnel interviews at upcoming company training event, review email correspondence from Sean Scullen regarding same, and review proposed agenda circulated by Sean Scullen in connection with same.	0.80	360.00
09/07/22	Anthony Sallah	Respond to email correspondence from Monitored Entities' counsel which requested clarification on scope of Monitor's role at company training event, including need for Monitor team to attend and how many would attend, as well as respond to email communications from various Monitored Entities' counsel concerning budget for services.	0.60	270.00
09/08/22	David Hall	Call with Miles and Sallah re strategic considerations; review and edit proposed submission to court and monitored entities.	0.70	371.00
09/08/22	Patrick Miles, Jr	Three telephone conferences with Anthony Sallah. Telephone conference with Judge Friedman. Telephone conference with Anthony Sallah and David Hall. Review Monitor Team work team plans. Review previous invoices and prepare Monitor Team Barnes & Thornburg budget. Attention to emails regarding same.	2.80	1,666.00
09/08/22	Anthony Sallah	Review and analyze communication from counsel for Monitored Entities concerning upcoming company training event, including request to disclose Monitor team members that will be in attendance, and attend conference call with Monitored Entities' counsel concerning same and requested budget for monitorship.	0.70	315.00
09/08/22	Anthony Sallah	Review and analyze responses to Monitor's first request for documents and disclosure received from Sean Scullen, including documents regarding sales volume and retention requirements for agent eligibility for insurance coverage.	0.50	225.00
09/08/22	Erika Weiss	Correspond w/Monitor regarding analysis of	0.20	75.00

00092319-00000001 MONITORSHIP OF FINANCIAL EDUCATION
SERVICES ET AL.

Page 5

MONITORSHIP

Date	Name	Description	Hours	Amount
		Redemption Agreement and related exhibit agreements.		
09/09/22	Brian Melendez	Emails from/to D. Hall regarding FTC materials.	0.10	59.50
09/09/22	Brian Melendez	Telephone conference with D. Hall regarding writing up compliance issues for report, interviewing key players.	0.50	297.50
09/09/22	Patrick Miles, Jr	Attention to voice mail and emails from Kerry Morgan regarding Confidentiality provisions for Monitor and team. Attention to email from David Hall regarding same. Prepare and send emails to Anthony Sallah and David Hall regarding same. Review email and data analysis spreadsheet from Liz Zezula. Travel to Dania Beach, Florida from Grand Rapids, Michigan. Prepare for UWE training session, review agenda, and confer with Anthony Sallah and Liz Zezula regarding same.	6.70	3,986.50
09/09/22	David Hall	Call with Sallah re protective order and strategy for agent training session; review protective order per Kerry Morgan questions and prepare response; call with B. Melendez re compliance review of materials received per document and information request of company and analysis for monitor report.	1.10	583.00
09/09/22	Anthony Sallah	Review and revise potential agent and employee interview outlines in advance of training event in Florida.	1.20	540.00
09/09/22	Anthony Sallah	Review and summarize updated document production received from company in response to Monitorship requests that concern compliance and training in preparation for same.	0.90	405.00
09/09/22	Anthony Sallah	Confer with Patrick Miles regarding potential interviews at Florida training event during travel to same.	3.50	1,575.00
09/10/22	Patrick Miles, Jr	Attend full day UWE training session in Dania Beach, Florida. Conversations with several agents. Travel from Dania Beach, Florida to Grand Rapids, Michigan.	13.80	8,211.00
09/10/22	Anthony Sallah	Attend training and compliance event for United Wealth Education and interview select independent agents of company at same; travel	13.80	6,210.00

00092319-00000001 MONITORSHIP OF FINANCIAL EDUCATION
SERVICES ET AL.

Page 6

MONITORSHIP

Date	Name	Description	Hours	Amount
		from Dania Beach, Florida to Grand Rapids, Michigan.		
09/12/22	David Hall	Review summaries of weekend agent training event.	0.30	159.00
09/12/22	Anita Peterson	Assisted attorneys in executing strategy for Monitorship including uploaded notes from second super Saturday agent training on 2022-09-10 Dania Beach, FL, meeting to file sharing database (BTFileshare) and iManage Work platform for attorney use; initial review of Monitor Information Request Answers and materials received from Sean Scullen and follow up regarding same.	1.00	300.00
09/12/22	Peter Morris	Analyzed team memos regarding 9/10/22 Super Saturday event.	1.30	773.50
09/12/22	Patrick Miles, Jr	Revise, proof, and edit notes from Dania Beach training session. Prepare and send email with same and key takeaways to Monitor Team. Review notes from Liz Zezula and Anthony Hall from Dania Beach training. Attention to emails with Anthony Sallah. Review company documents. Review email messages and company responses to Monitor's initial information request.	2.30	1,368.50
09/12/22	Brian Melendez	Email from P. Miles regarding Second Super Saturday agent training; study notes from training by P. Miles, A. Sallah, G. Kohut.	0.50	297.50
09/13/22	Peter Morris	Analyzed exhibits in support of FTC's motion for a TRO; edited memo of representations.	2.60	1,547.00
09/13/22	Patrick Miles, Jr	Prepare for and video conference with David Hall, Anthony Sallah, Gene Kohut, and Mike Dery. Attention to emails with Mike Dery regarding UWE bank accounts. Attention to emails with David Hall regarding agent interviews. Review email and spreadsheet from Gene Kohut and Liz Zezula regarding various issues, documents., and questions. Telephone conference with Alfred Nickson. Telephone conference with Chris Holder. Attention to emails to David Hall and Gene Kohut regarding same. Work on scheduling interviews.	3.40	2,023.00
09/13/22	David Hall	Team meeting with Dery, Miles, Kohut, Sallah	1.60	848.00

00092319-00000001 MONITORSHIP OF FINANCIAL EDUCATION
SERVICES ET AL.

Page 7

MONITORSHIP

Date	Name	Description	Hours	Amount
		re general status, work streams, interview scheduling and related matters; correspondence to Rapkowski re protective order; attention to interview scheduling.		
09/13/22	Anita Peterson	Assisted attorneys in executing strategy for Monitorship including uploaded 2022-09-02 Response to Monitor Information Request CONFIDENTIAL including 2022-09-02 Response to Monitor Information Request, 2022-09-02 Response to Monitor Information Request Attachments, UWE flash drive, UCES flash drive, EVENT flash drive parts 1 and 2 to file sharing database (BTFileshare) and iManage Work platform for attorney use.	2.00	600.00
09/13/22	Anthony Sallah	Attend meeting with Patrick Miles, David Hall, and Riveron to discuss respective task list for monitorship, including discussion of review of documents received in response to monitorship requests, as well as potential additional interviews of agents.	1.20	540.00
09/14/22	Patrick Miles, Jr	Attention to emails with David Hall and Gene Kohut regarding interviews with Alfred Nickson and Chris Holder, respectively. Telephone conference with Alfred Nickson. Telephone conference with David Hall. Telephone conference with Gene Kohut. Work on scheduling interviews. Revise, proof and edit budget for Barnes & Thornburg personnel on Monitor Team. Send same to David Hall and Anthony Sallah. Review company responses to information requests. Review memo from Peter Morris. Send email to Peter Morris.	3.80	2,261.00
09/14/22	David Hall	Attention to scheduling matters.	0.80	424.00
09/14/22	Anita Peterson	Assisted attorneys in executing strategy for Monitorship including uploaded Research and Memoranda FTC Exhibits Proof of Representations in support of TRO Motion (Peter Morris), to file sharing database (BTFileshare) and iManage Work platforms for attorney use.	0.40	120.00
09/15/22	Patrick Miles, Jr	Attention to email from Peter Morris regarding discovery exhibits and Agent lists.	0.10	59.50
09/15/22	Anthony Sallah	Draft and revise motion for order approving	1.00	450.00

00092319-00000001 MONITORSHIP OF FINANCIAL EDUCATION
SERVICES ET AL.

Page 8

MONITORSHIP

Date	Name	Description	Hours	Amount
		Monitor's and Monitorship team members' fees and costs for submission to court.		
09/15/22	Anthony Sallah	Review and analyze documents produced by company in response to monitorship requests and summarize same, including for purposes of monitorship report.	1.10	495.00
09/16/22	David Hall	Review, analyze and edit court filing and communication to Sallah re same; attention to budget preparation for Court submission.	1.30	689.00
09/16/22	Brian Melendez	Study FTC documents; draft insert for first monitorship report.	1.00	595.00
09/16/22	Patrick Miles, Jr	Attention to emails from and to Anthony Sallah regarding fee motion. Review, proof, and edit fee motion and declaration.	0.30	178.50
09/16/22	Anthony Sallah	Draft and revise motion and brief in support for approval of monitorship team fees and costs, compile exhibits for same, confer with opposing counsel regarding potential concurrence in same, and prepare and finalize declaration in support of same.	3.30	1,485.00
09/19/22	David Hall	Review and analyze updated budget for submission to parties.	0.20	106.00
09/19/22	Patrick Miles, Jr	Review company policies. Review interview notes. Two conferences with Anthony Sallah. Prepare Monitor Team Barnes & Thornburg LLP six month budget. Review notice from Defense Counsel Epstein.	1.30	773.50
09/20/22	David Hall	Finalize protective order.	0.20	106.00
09/20/22	Patrick Miles, Jr	Messages from and to Alfred Nickson. Attention to emails from Anthony Sallah and Defense Counsel.	0.40	238.00
09/20/22	Brian Melendez	Study FTC documents; draft insert for first monitorship report.	0.80	476.00
09/20/22	Peter Morris	Analyzed list of representations documented in FTC exhibits in preparation of list of agents/customers who made representations; prepared list of agents/customers who made representations.	2.70	1,606.50
09/20/22	Anthony Sallah	Continue to review and compile written responses and documents provided in response to information requests from Monitored Entities.	0.40	180.00

00092319-00000001 MONITORSHIP OF FINANCIAL EDUCATION
SERVICES ET AL.

Page 9

MONITORSHIP

Date	Name	Description	Hours	Amount
09/21/22	Anita Peterson	Assisted attorneys in executing strategy for Monitorship including uploaded List of Agents and Customers Who Made Representations About FES and UCES (Peter Morris) to file sharing database (BTFileshare) and iManage Work platform for attorney use.	0.30	90.00
09/21/22	David Hall	Travel Grand Rapids to Miami; Interview with Alfred Nickson.	11.00	5,830.00
09/21/22	Brian Melendez	Draft statutory-compliance insert for Monitor's report; email to D. Hall.	4.00	2,380.00
09/21/22	Patrick Miles, Jr	Travel to Miami, Florida. Confer with David Hall. Prepare for and interview Alfred Nickson. Travel to Doral for meeting and interview with Alfred Nickson. Attention to emails from Peter Morris regarding list of agents. Attention to email from Sean Scullen regarding Monitor budget and interviews. Attention to emails to and from Anthony Sallah and David Hall. Prepare email response to Sean Scullen.	11.10	6,604.50
09/21/22	Peter Morris	Analyzed list of representations documented in FTC exhibits in preparation of list of agents/customers who made representations; prepared list of agents/customers who made representations.	1.00	595.00
09/22/22	Patrick Miles, Jr	Travel from Miami, Florida to Grand Rapids, Michigan. Attention to email from Matthew Rapkowski. Attention to emails from and to Anthony Sallah and Mike Dery regarding Reserve Fund. Telephone conference with Anthony Sallah. Continue preparation and delivery of email message to Sean Scullen.	7.20	4,284.00
09/22/22	David Hall	Travel from Miami to Grand Rapids; attention to miscellaneous matters.	7.50	3,975.00
09/23/22	David Hall	Call with M Scullen re scheduling of Chris Holder interview; correspondence with Kohut re same; call with Sallah re strategic considerations.	0.60	318.00
09/24/22	David Hall	Prepare summary of notes from Nickson interview; review and analyze draft memo re CROA compliance for first monitor report.	2.10	1,113.00
09/25/22	David Hall	Reviewing materials received from company in response to information request and outlining	0.90	477.00

00092319-00000001 MONITORSHIP OF FINANCIAL EDUCATION
SERVICES ET AL.

Page 10

MONITORSHIP

Date	Name	Description	Hours	Amount
		diligence follow up points.		
09/26/22	David Hall	Coordinate interviews with company employees with Scullen; review of diligence request responses and compliance matters.	2.40	1,272.00
09/26/22	Brian Melendez	Email from D. Hall regarding new compliance-monitoring system. (NO CHARGE-CLIENT COURTESY)	0.10	NO CHARGE
09/26/22	Brian Melendez	Emails from/to D. Hall regarding scheduling monitorship interview, monitorship compliance discussions.	0.20	119.00
09/26/22	Brian Melendez	Email from D. Hall regarding statutory-compliance insert, interview with A. Nickson. (NO CHARGE-CLIENT COURTESY)	0.20	NO CHARGE
09/26/22	Anita Peterson	Assisted attorneys in executing strategy for Monitorship including reviewed 2022-09-21 Alfred Nickson Interview Notes from David Hall, updated FES People List, uploaded documents to iManage Work platform and file sharing database (BTFileshare) for attorney use, coordinated duplication of Compliance documents per David Hall's request.	0.70	210.00
09/27/22	David Hall	Team call re updates on work streams, diligence items, interviews and scheduling; scheduling interviews with Sean Scullen; Interview of Javier Canales.	2.40	1,272.00
09/27/22	Brian Melendez	Interview with D. Hall, Javier regarding compliance.	1.10	654.50
09/27/22	Anthony Sallah	Confer with David Hall regarding status of monitorship update to Court, including review of updated compliance procedures received from Susan Griffin.	0.50	225.00
09/28/22	David Hall	Interviews with Robert Franklin and Sue Griffin.	1.70	901.00
09/28/22	Anita Peterson	Assisted attorneys in executing strategy for Monitorship including uploaded Compliance FAQ and UWE Compliance Powerpoint from Sean Scullen to iManage Work platform and file sharing database (BTFileshare) for attorney use, prepared file sharing database (BTFileshare) for documents to be produced by Robert Franklin at request of David Hall and communication with Robert Franklin regarding same.	0.60	180.00

00092319-00000001 MONITORSHIP OF FINANCIAL EDUCATION
SERVICES ET AL.

Page 11

MONITORSHIP

Date	Name	Description	Hours	Amount
09/28/22	Brian Melendez	Interview with S. Griffin regarding compliance.	0.70	416.50
09/28/22	Brian Melendez	Interview with R. Franklin regarding compliance.	1.10	654.50
09/28/22	Brian Melendez	Study UWE compliance PowerPoint, compliance FAQs.	0.30	178.50
09/29/22	David Hall	Review court pleadings.	0.10	53.00
09/30/22	David Hall	Attention to scheduling matters with Scullen and Kohut; correspondence to Miles re interview matters.	0.40	212.00
09/30/22	Anita Peterson	Assisted attorneys in executing strategy for Monitorship including follow up regarding 2022-09-30 Production by Defendants Toloff per Anthony Sallah's request (link does not work).	0.30	90.00
10/03/22	Brian Melendez	Email from D. Hall regarding incident report; study incident report.	0.20	119.00
10/03/22	David Hall	Attention to scheduling matters; review weekly incident report and correspondence with company re same.	0.30	159.00
10/03/22	Patrick Miles, Jr	Review emails regarding extension for response to Monitor's fee motion. Attention to emails with Court regarding budget filing. Office conference with Anthony Sallah. Review email and September 10 training registration list from Sean Scullen. Review email from Matthew Rapkowski and corporate documents. Review email from Sean Scullen with weekly incident report on violations. Attention to emails from and to David Hall regarding Christopher Holder interview scheduling.	1.80	1,071.00
10/04/22	David Hall	Prepare for conference with Miles, Dery, Zezula re work streams, and diligence updates, monitor report drafting, compliance matters.	1.00	530.00
10/04/22	Patrick Miles, Jr	Attention to emails with Anthony Sallah and Gene Kohut. Prepare for and video conference with David Hall, Mike Dery, and Liz Zezula. Review Company responses to information requests, lists of agents, commission amounts, and Super Saturday information. Review memo from Liz Zezula with additional information requests and deficiencies in initial company response. Revise such memo with additional requests and circulate to Monitor Team.	2.10	1,249.50

00092319-000000001 MONITORSHIP OF FINANCIAL EDUCATION
SERVICES ET AL.

Page 12

MONITORSHIP

Date	Name	Description	Hours	Amount
10/06/22	David Hall	Prepare for and interview Chris Holder.	1.60	848.00
10/06/22	Patrick Miles, Jr	Prepare for and interview Chris Holder, Vice President of Sales.	1.60	952.00
10/07/22	Patrick Miles, Jr	Review October 8 training agenda email from Sean Scullen. Email same to Monitor Team. Attention to emails regarding same. Review Response by Company Defense Counsel to Fee Motion.	0.70	416.50
10/08/22	Peter Morris	Attended Zoom October 8 Super Saturday Training; drafted notes of training; edited notes.	5.70	3,391.50
10/08/22	Patrick Miles, Jr	Prepare for and watch UWE Online Super Saturday via ZOOM.	5.00	2,975.00
10/09/22	Anthony Sallah	Review and analyze response by Financial Education Services and other Monitored Entities to motion for order approving fees and costs, and prepare reply to same.	0.60	270.00
10/10/22	David Hall	Review objection of company to Monitor fee application; review weekly compliance incident report, correspondence to Scullen re same; conference with Miles and Sallah re strategic considerations with respect to company fee response; review monitor update and related exhibits from Rapkowski; review incident samples from Scullen; review and analyze compliance and customer materials provided by company in response to information requests.	2.50	1,325.00
10/10/22	Anita Peterson	Assisted attorneys in executing strategy for Monitorship including updated FES People List, uploaded 2022-10-08 UWE/UCES Super Saturday Training Session (Peter Morris) and 2022-10-08 UWE Online Super Saturday Zoom Webinar Session Notes (Patrick Miles) to file sharing database (BTFileshare) and iManage Work platform for attorney use.	1.00	300.00
10/10/22	Brian Melendez	Email from A. Peterson regarding incident report not uploaded.	0.10	59.50
10/10/22	Patrick Miles, Jr	Review Response Brief from FES Defendants. Research conference with Anthony Sallah and David Hall regarding same. Prepare and send email to Gene Kohut and Mike Dery. Review email from David Hall regarding UWE incident report. Review email from Sean Scullen and	1.50	892.50

00092319-000000001 MONITORSHIP OF FINANCIAL EDUCATION
SERVICES ET AL.

Page 13

MONITORSHIP

Date	Name	Description	Hours	Amount
		September 10 attendance list. Review update on Defendants compliance and corporate changes from Matthew Rapkowski.		
10/11/22	David Hall	Review and analyze materials received from company in preparation for monitor report.	2.40	1,272.00
10/11/22	Brian Melendez	Emails from/to D. Hall regarding Greenspoon Marder correspondence, updating insert for Monitor's report.	0.50	297.50
10/11/22	Patrick Miles, Jr	Prepare for and video conference with Anthony Sallah, Mike Dery, and Liz Zezula on UWE updates. Prepare and send notes from Online Super Saturday to Anita Petersen, David Hall, and Anthony Sallah.	1.10	654.50
10/11/22	Anthony Sallah	Discuss and strategize with Patrick Miles regarding analysis and input for the Monitor's upcoming report to the court, including recent agent interviews and compliance action lists, and review compliance action lists in connection with same.	0.80	360.00
10/12/22	David Hall	Reviewing materials from company relating to compliance matters and drafting monitor report; prepare insert for brief in support of fee application.	4.00	2,120.00
10/12/22	Anita Peterson	Assisted attorneys in executing strategy for Monitorship including download (voluminous) 2022-09-30 Production by Toloff Defendants and upload to file sharing database (BTFileshare) and iManage Work platform for attorney use; reviewed 2022-09-02 Response to Monitor Information Request and followed up regarding same.	1.80	540.00
10/12/22	Patrick Miles, Jr	Attention to emails with David Hall and Anthony Sallah regarding reply brief.	0.30	178.50
10/12/22	Anthony Sallah	Review and analyze Monitored Entities' opposition to Monitor's motion for order approving attorney's fees, including arguments made in same, case law cited in same, and arguments concerning number of timekeepers on Monitor invoices and average hourly billing rate of those on Monitor's team, in preparation for reply brief.	1.40	630.00
10/12/22	Anthony Sallah	Draft and revise reply brief responding to	2.80	1,260.00

00092319-00000001 MONITORSHIP OF FINANCIAL EDUCATION
SERVICES ET AL.

Page 14

MONITORSHIP

Date	Name	Description	Hours	Amount
		arguments made by Monitored Entities in opposition to motion for order approving attorney's fees and costs.		
10/13/22	David Hall	Review court pleading and prepare comments; call with Dery re editorial comments to monitor report drafting.	0.90	477.00
10/13/22	Anita Peterson	Assisted attorneys in executing strategy for Monitorship including reviewed notes from 2022-08-06 Super Saturday event per request of Anthony Sallah, drafted chart regarding 2022-08-06 Super Saturday Interviews, coordinated corrective upload of 2022-09-02 Response to Monitor Information Request to file sharing database (BTFileshare) and iManage Work platforms for attorney use.	1.80	540.00
10/13/22	Patrick Miles, Jr	Review, revise, proof and edit reply brief to Monitored Companies' response to motion for fee request. Attention to emails to and from Anthony Sallah and David Hall regarding same. Review subsequent drafts and send emails to Anthony Sallah and David Hall regarding same. Review emails from Anthony Sallah regarding same.	2.10	1,249.50
10/13/22	Anthony Sallah	Continue to review arguments made by Monitored Entities in opposition to motion for order approving attorney's fees and case law cited in same.	0.80	360.00
10/13/22	Anthony Sallah	Review, revise, and circulate for review reply brief in support of motion for order approving attorney's fees and costs.	3.20	1,440.00
10/14/22	David Hall	Conference with Miles re agent interviews and Super Saturday attendance.	0.30	159.00
10/14/22	Patrick Miles, Jr	Review email from Sean Scullen regarding Atlanta Super Saturday event. Research conference with David Hall regarding same. Review, proof, and edit reply brief to Monitored Entities' response to fee motion. Attention to emails to and from Anthony Sallah regarding same.	0.90	535.50
10/14/22	Anthony Sallah	Revise reply brief in support of motion for order approving attorney's fees in preparation for filing.	1.00	450.00

00092319-000000001 MONITORSHIP OF FINANCIAL EDUCATION
SERVICES ET AL.

Page 15

MONITORSHIP

Date	Name	Description	Hours	Amount
10/17/22	Patrick Miles, Jr	Attention to email from David Hall to Sean Scullen regarding Atlanta Super Saturday event. Attention to email from Michael Dery and review report on financial matters during first reporting period.	0.40	238.00
10/18/22	David Hall	Prepare for and attend conference call with Miles, Sallah, Kohut, Dery and Zezula re substance and strategy of monitor report and recommendations.	0.70	371.00
10/18/22	Patrick Miles, Jr	Review report on Sales & Marketing workstream from Gene Kohut and Liz Zezula. Prepare for and video conference with David Hall, Anthony Sallah, Gene Kohut, Mike Dery, and Liz Zezula regarding work stream updates, report preparation, and monitoring activity plans. Review file documents and interview notes. Prepare Monitor's First Report Executive Summary and compliance update.	3.90	2,320.50
10/18/22	Anthony Sallah	Attention to substance and strategy for upcoming monitorship report, including review of documentation related to customer disclosures and agent compliance.	0.60	270.00
10/19/22	Anthony Sallah	Review and analyze subpoena documents received from FTC for issues related to monitored entities' compliance with laws asserted by FTC in complaint.	0.30	135.00
10/20/22	David Hall	Preparing monitor report, compliance insert.	0.20	106.00
10/20/22	David Hall	Preparing monitor report, compliance insert.	0.70	371.00
10/21/22	Patrick Miles, Jr	Travel from Grand Rapids, Michigan to Atlanta, Georgia. Attention to emails from Sean Scullen. Prepare for Super Saturday Atlanta. Messages with high level agent.	4.50	2,677.50
10/21/22	Erika Weiss	Draft motion for order to approve receivership fees from July, prior to conversion to monitorship. (NO CHARGE - CLIENT COURTESY)	2.50	NO CHARGE
10/22/22	David Hall	Drafting monitor report.	4.00	2,120.00
10/22/22	Patrick Miles, Jr	Prepare for and attend Super Saturday Atlanta session. Several conversations with agents. Conversations with Attorney Matthew Rapkowski. Research conferences with Liz Zezula. Travel from Atlanta, Georgia to Grand	14.10	8,389.50

00092319-00000001 MONITORSHIP OF FINANCIAL EDUCATION
SERVICES ET AL.

Page 16

MONITORSHIP

Date	Name	Description	Hours	Amount
		Rapids, Michigan.		
10/23/22	David Hall	Drafting monitor report.	3.80	2,014.00
10/24/22	David Hall	Drafting monitor report.	2.70	1,431.00
10/24/22	Brian Melendez	Emails from/to D. Hall regarding October training sessions.	0.10	59.50
10/24/22	Erika Weiss	Finalize motion and brief in support of motion for order approving receivership fees from July. (NO CHARGE - CLIENT COURTESY)	0.50	NO CHARGE
10/25/22	David Hall	Call with Miles, Dery, Zezula re summary of Super Saturday event, strategic considerations relating to upcoming monitor report; drafting monitor report.	6.10	3,233.00
10/25/22	Anita Peterson	Assisted attorneys in executing strategy for Monitorship including uploaded 2022-10-22 UWE Super Saturday Atlanta (Patrick Miles) interview notes to file sharing database (BTFileshare) and iManage Work platform for attorney use, updated FES People List, follow up regarding 2022-10-25 production by Defendants Toloff including request for invitation to file sharing database.	0.50	150.00
10/25/22	Patrick Miles, Jr	Proof, edit, upload noted from Atlanta Super Saturday event. Email same to David Hall, Anthony Sallah, Gene Kohut, and Mike Dery. Prepare for and attend video conference with David Hall, Mike Dery, and Liz Zezula regarding Monitor's Report and Atlanta Super Saturday event debrief.	0.80	476.00
10/25/22	Anthony Sallah	Review and analyze documents received from FTC pursuant to various subpoenas.	0.40	180.00
10/26/22	Brian Melendez	Study draft insert regarding compliance for Monitor's first report.	0.20	119.00
10/26/22	Patrick Miles, Jr	Research conference with Anthony Sallah regarding motion. Prepare and send email to Anthony Sallah regarding same. Review, revise, proof, and edit sales & marketing, compliance, and financial sections for Monitor's Report. Review interview notes and company documents. Prepare introduction and executive summary of First Monitor's Report.	2.20	1,309.00
10/26/22	Anthony Sallah	Review and revise motion for order for	0.70	315.00

00092319-00000001 MONITORSHIP OF FINANCIAL EDUCATION
SERVICES ET AL.

Page 17

MONITORSHIP

Date	Name	Description	Hours	Amount
		attorney's fees in connection with receivership and declaration in support of same.		
10/27/22	David Hall	Conference with Miles re strategic considerations regarding first monitor report.	0.50	265.00
10/27/22	David Hall	Conference with Miles re strategic considerations regarding monitor report.	0.30	159.00
10/27/22	Anita Peterson	Assisted attorneys in executing strategy for Monitorship regarding document production including begin uploading Request 1 and 3 of 2022-10-25 Production by Toloff Defendants to filesharing database (BTFileshare) (18.8GB) with further instruction from Anthony Sallah.	2.00	600.00
10/27/22	Anita Peterson	Assisted attorneys in executing strategy for Monitorship regarding discovery per Request of Anthony Sallah including download 2022-10-25 Production by Toloff Defendants, Request 1 and 3 (18.8 GB), Request 2 (6.6 MB), Request 4 and 5 (1.2 GB), Request 7 (3.9 MB), Request 13 (1.1 MB), Request 14 (2.0 MB), Request 15 (2.1 MB), Request 16 (709.6 MB), Request 17 (4.7 GB), Request 18 (18.7 MB), Request 19 (473.8 MB), Request 22 (17.4 MB), Request 23 (483.1 KB).	5.00	1,500.00
10/27/22	Patrick Miles, Jr	Continue revision, proof, edit, and preparation of First Monitor's Report. Review interview notes, company documents, marketing materials, compliance report, update letter from Attorney Matthew Rapkowski, Monitor Order, and Receiver's Initial Report. Research conference with David Hall regarding First Monitor's Report. Send draft Monitor's Report to certain Monitor Team members with questions and comments.	5.10	3,034.50
10/28/22	David Hall	Review and edit draft monitor report; review weekly compliance report and note to Scullen re same.	3.60	1,908.00
10/28/22	Anita Peterson	Assisted attorneys in executing strategy for Monitorship including continued to upload Request 1 and 3 from 2022-10-25 Production by Defendants Toloff (18.8 GB) to file sharing database (BTFileshare).	2.60	780.00
10/28/22	Patrick Miles, Jr	Review financial information regarding	1.50	892.50

00092319-00000001 MONITORSHIP OF FINANCIAL EDUCATION
SERVICES ET AL.

Page 18

MONITORSHIP

Date	Name	Description	Hours	Amount
		Monitored Entities' bank accounts and transactions. Revise, proof, and edit Monitor's Report. Prepare and send email with latest version of Monitor's Report to Monitor Team.		
10/28/22	Anthony Sallah	Review and analyze draft of monitor's interim report for David Hall.	0.50	225.00
10/30/22	Anthony Sallah	Review and analyze initial draft of monitorship report, as well as review for compliance with stipulated protective order with reference to information designated as Confidential by the Monitored Entities in response to the Monitor's various information requests.	2.10	945.00
10/31/22	Anita Peterson	Assisted attorneys in executing strategy for Monitorship including conference with Anthony Sallah regarding 2022-10-25 Production by Toloff Defendants.	0.30	90.00
Fees for Services			\$	145,414.00

	Hours	Rate	Amount
Brian Melendez	11.40	\$595.00	\$6,783.00
Patrick Miles, Jr	108.90	\$595.00	\$64,795.50
Peter Morris	13.30	\$595.00	\$7,913.50
David Hall	72.90	\$530.00	\$38,637.00
Anthony Sallah	46.10	\$450.00	\$20,745.00
Erika Weiss	1.20	\$375.00	\$450.00
Anita Peterson	20.30	\$300.00	\$6,090.00
TOTALS	274.10		\$145,414.00

Other Charges:

American Express - American Express - HALL/DAVID - GRR MIA GRR - 09/21/22 - 09/22/22 - INV3982738	925.20
Patrick Miles, Jr - Patrick Miles, Jr - Travel Charges - Travel to/from Florida for Monitorship matter - 09/10/2022	10.97
Patrick Miles, Jr - Patrick Miles, Jr - Travel Charges - Travel to/from Florida for Monitorship	19.97

00092319-000000001 MONITORSHIP OF FINANCIAL EDUCATION
SERVICES ET AL.

Page 19

MONITORSHIP

matter - 09/10/2022

Patrick Miles, Jr - Travel Charges Patrick Miles, Jr - Travel Charges - Travel to/from Florida for Monitorship matter - 09/10/2022	36.00
--	-------

Patrick Miles, Jr - Travel Charges Patrick Miles, Jr - Travel Charges - Travel to/from Florida for Monitorship matter - 09/09/2022	15.85
--	-------

Anthony Sallah - Travel Charges Anthony Sallah - Travel Charges - parking at airport - 09/09/2022	36.00
---	-------

Patrick Miles, Jr - Patrick Miles, Jr - Business Meals - - Travel to/from Florida for Monitorship matter - Patrick Miles,Anthony Sallah - 09/10/2022	42.46
---	-------

Patrick Miles, Jr - Business Meals Patrick Miles, Jr - Business Meals - - Travel to/from Florida for Monitorship matter - Patrick Miles - 09/09/2022	15.58
--	-------

Patrick Miles, Jr - Patrick Miles, Jr - Business Meals - - Travel to/from Florida for Monitorship matter - Liz Zezula,Patrick Miles,Anthony Sallah - 09/10/2022	57.87
--	-------

Patrick Miles, Jr - Patrick Miles, Jr - Business Meals - - Travel to/from Florida for Monitorship matter - Liz Zezula,Patrick Miles,Anthony Sallah - 09/09/2022	131.39
--	--------

Patrick Miles, Jr - Patrick Miles, Jr - Business Meals - - Travel to/from Florida for Monitorship matter - Patrick Miles - 09/10/2022	14.13
---	-------

Anthony Sallah - Anthony Sallah - Airfare - - Flight from GR to FL - Flight Date - 09/09/2022 - - Transaction Date - 09/06/2022	304.10
---	--------

Anthony Sallah - Anthony Sallah - Airfare - - Flight from FL to GR - Flight Date - 09/10/2022 - - Transaction Date - 09/08/2022	304.10
---	--------

Patrick Miles, Jr - Patrick Miles, Jr - Hotel Charges - - Travel to/from Florida for Monitorship matter - 09/09/2022 - 09/10/2022	168.37
---	--------

Anthony Sallah - Hotel Charges Anthony Sallah - Hotel Charges - - Hotel. In FL to interview witnesses. - 09/09/2022 - 09/10/2022	159.95
--	--------

00092319-000000001 MONITORSHIP OF FINANCIAL EDUCATION
SERVICES ET AL.

Page 20

MONITORSHIP

David Hall - Travel Charges David Hall - Travel Charges - Miami trip for Monitorship matter 92319-1 - 09/22/2022	18.92
David Hall - Business Meals David Hall - Business Meals - - Miami trip for Monitorship matter 92319-1 - David Hall - 09/21/2022	14.00
David Hall - David Hall - Hotel Charges - - Miami trip for Monitorship matter 92319-1 - 09/21/2022 - 09/22/2022	123.17
American Express - American Express - MILES JR/PATRICK ALLEN - GRR MIA GRR - 09/21/22 - 09/22/22 - INV3982795	925.20
168-Pacer Court Filing System Charges 09/01/2022-09/30/2022	1.50
Patrick Miles, Jr - Travel Charges Patrick Miles, Jr - Travel Charges - Trip to Miami to meet with Alfred Nickson for client 91329 - 09/22/2022	36.00
Patrick Miles, Jr - Patrick Miles, Jr - Travel Charges - Trip to Miami to meet with Alfred Nickson for client 91329 - 09/21/2022	15.50
Patrick Miles, Jr - Patrick Miles, Jr - Travel Charges - Trip to Miami to meet with Alfred Nickson for client 91329 - 09/21/2022	32.16
Patrick Miles, Jr - Travel Charges Patrick Miles, Jr - Travel Charges - Trip to Miami to meet with Alfred Nickson for client 91329 - 09/21/2022	7.26
Patrick Miles, Jr - Patrick Miles, Jr - Travel Charges - Trip to Miami to meet with Alfred Nickson for client 91329 - 09/21/2022	37.74
Patrick Miles, Jr - Patrick Miles, Jr - Travel Charges - Trip to Miami to meet with Alfred Nickson for client 91329 - 09/21/2022	19.41
Patrick Miles, Jr - Patrick Miles, Jr - Business Meals - - Trip to Miami to meet with Alfred Nickson for client 91329 - Patrick Miles,David Hall - 09/22/2022	46.66
Patrick Miles, Jr - Business Meals Patrick Miles, Jr - Business Meals - - Trip to Miami to meet with Alfred Nickson for client 91329 - Patrick Miles,David Hall - 09/21/2022	48.64

00092319-00000001 MONITORSHIP OF FINANCIAL EDUCATION
SERVICES ET AL.

Page 21

MONITORSHIP

Patrick Miles, Jr - Business Meals Patrick Miles, Jr - Business Meals - - Trip to Miami to meet with Alfred Nickson for client 91329 - Patrick Miles - 09/21/2022	15.08	
Patrick Miles, Jr - Patrick Miles, Jr - Business Meals - - Trip to Miami to meet with Alfred Nickson for client 91329 - Patrick Miles,David Hall - 09/21/2022	100.00	
Patrick Miles, Jr - Patrick Miles, Jr - Hotel Charges - - Trip to Miami to meet with Alfred Nickson for client 91329 - 09/21/2022 - 09/22/2022	123.17	
American Express - American Express - MILES JR/PATRICK ALLEN - GRR ATL GRR - 10/21/22 - 10/22/22 - INV3996953	674.20	
Patrick Miles, Jr - Travel Charges Patrick Miles, Jr - Travel Charges - Taxi/Car Service - Taxi from Airport to Hotel - Monitorship trip to Atlanta, GA - Oct. 21 and 22, 2022 - 10/21/2022	57.60	
Patrick Miles, Jr - Patrick Miles, Jr - Travel Charges - Parking - Airport Parking - Monitorship trip to Atlanta, GA - Oct. 21 and 22, 2022 - 10/22/2022	32.00	
Patrick Miles, Jr - Business Meals Patrick Miles, Jr - Business Meals - Dinner - Dinner at Brassica - Monitorship trip to Atlanta, GA - Oct. 21 and 22, 2022 - Liz Zezula,Patrick Miles - 10/21/2022	100.00	
Patrick Miles, Jr - Patrick Miles, Jr - Hotel Charges - Lodging - Monitorship trip to Atlanta, GA - Oct. 21 and 22, 2022 - 10/21/2022 - 10/22/2022	203.73	
Pacer Court Filing System Charges	14.20	
	\$	4,888.08

BARNES & THORNBURG LLP

171 Monroe Avenue NW, Suite 1000
Grand Rapids, MI 49503 U.S.A.
E.I.N. 35-0900596
(616) 742-3930

MONITORSHIP OF FINANCIAL EDUCATION SERVICES
ET AL.
BARNES & THORNBURG LLP
171 MONROE AVENUE, N.W.
GRAND RAPIDS, MI 49503

Invoice 3031995

November 28, 2022
Patrick Miles, Jr
00092319-00000001

PAYABLE UPON RECEIPT

Fees for Services	\$	145,414.00
Other Charges	\$	4,888.08
Total This Invoice	\$	150,302.08

REMITTANCE

To remit payments by check, please return this page with remittance to:
Barnes & Thornburg LLP, 11 South Meridian Street, Indianapolis, Indiana 46204-3535 U.S.A.

To remit payments by ACH or Wire, send remittance advice to wireconfirmations@btlaw.com Send payment to:
Fifth Third Bank, Indianapolis, IN, Account Number: 7653510706 SWIFT CODE: FTBCUS3C
ABA #074908594 for ACH ABA #042000314 for Wires

EXHIBIT B

to Declaration

INVOICE**RIVERON****Invoice #38999**

Date: November 16, 2022

Project: Financial Advisory Services - Monitor

Project Lead(s): Dery, Michael

Payment Terms: Upon Receipt

Billing Period: September 1 - September 30, 2022

Patrick Miles
 Barnes & Thornburg LLP
 171 Monroe Avenue N.W.
 Suite 1000
 Grand Rapids, Michigan 49503
 United States

Professional Personnel	Hours	Rate	Total
Kohut, Gene	17.3	\$575/hr	\$9,947.50
Dery, Michael	45.0	\$450/hr	\$20,250.00
Zezula, Elizabeth	29.0	\$295/hr	\$8,555.00
Service			Total
		Out of Pocket Expenses	\$3,039.43

Total	91.3	\$41,791.93
--------------	------	--------------------

ACH/WIRE INSTRUCTIONS:

Texas Capital Bank
 2000 McKinney Avenue, Suite 700
 Dallas, TX 75201

Riveron RTS, LLC
 ABA # 111017979
 Acct # 1111226146

REMIT TO:

Riveron RTS, LLC
 PO Box 679265
 Dallas, TX 75267-9265

Date	Professional	Time	Rate	Amount	Notes
9/1/2022	Kohut, Gene	1.6	\$ 575.00	\$ 920.00	Review case files and notes on shared team drive in preparation for preparing Sales and Marketing work stream plan; conference call with M. Dery re: open items.
9/1/2022	Dery, Michael	0.7	\$ 450.00	\$ 315.00	Conference call with G. Kohut re: workplan and open items.
9/2/2022	Kohut, Gene	2.5	\$ 575.00	\$ 1,437.50	Review correspondence re: monitor requests for information; conference call with M. Dery re: same; continued work on Sales and Marketing Team plan; review D. Hall draft plan.
9/2/2022	Dery, Michael	0.5	\$ 450.00	\$ 225.00	Follow up call with G. Kohut re: sales and marketing workplan and open items.
9/5/2022	Dery, Michael	1.8	\$ 450.00	\$ 810.00	Review of transactions for week ending September 3, 2022 and prepare summaries by defendant account; reconcile account transactions to ending bank balances.
9/6/2022	Dery, Michael	2.7	\$ 450.00	\$ 1,215.00	Preparation for and participation in weekly status call with Monitorship team; Meeting with G. Kohut re: draft budget and outstanding invoices; follow up edits to draft budget and preparation of schedule re: same; review notes from conference training.
9/6/2022	Kohut, Gene	3.8	\$ 575.00	\$ 2,185.00	Monitor Team call to review updates, strategy, status, discussions re: responses to information requests; review of case files in preparation for sales meeting, budget update, invoices; meeting with M. Dery re: budget; review draft and provide comments to M. Dery; review sales meeting agenda, attendee list and related documents; conference call with E. Zezula re: prepping for same.
9/9/2022	Zezula, Elizabeth	5	\$ 295.00	\$ 1,475.00	Travel from Detroit to Saturday training in Ft. Lauderdale.
9/9/2022	Zezula, Elizabeth	2.8	\$ 295.00	\$ 826.00	Review & analysis of company responses to document/information requests. Research agents internet and social media postings.
9/10/2022	Zezula, Elizabeth	7	\$ 295.00	\$ 2,065.00	Observed, recorded notes, spoke with Defendant's management team and conducted interviews of agents at training conference.
9/11/2022	Zezula, Elizabeth	5	\$ 295.00	\$ 1,475.00	Travel from Ft. Lauderdale to Detroit.
9/12/2022	Zezula, Elizabeth	0.7	\$ 295.00	\$ 206.50	Consolidate and summarize notes from training conference.
9/12/2022	Dery, Michael	5.3	\$ 450.00	\$ 2,385.00	Review of transactions for week ending September 10, 2022 and prepare summaries by defendant account; reconcile account transactions to ending bank balances. Communications with A. Blanzly re: July and August transactions; zoom meeting with A. Blanzly re: same; review of follow up documentation provided by A. Blanzly.
9/12/2022	Dery, Michael	1.2	\$ 450.00	\$ 540.00	Correspondence with C. Toloff re: VR-Tech Mgt and CM Rent bank account statements; review and analysis of same; prepare summaries of account transactions.
9/13/2022	Dery, Michael	2.2	\$ 450.00	\$ 990.00	Preparation for and participation in weekly status call with Monitorship team; follow up communications with G. Kohut and E. Zezula re: workstreams; follow up correspondence with P. Miles re: Monitorship bank account and transactions.
9/13/2022	Zezula, Elizabeth	1.3	\$ 295.00	\$ 383.50	Participate in weekly status call; follow up discussion with M. Dery and G. Kohut re: workstreams.
9/13/2022	Dery, Michael	1.9	\$ 450.00	\$ 855.00	Preparation of detailed invoices for Receivership period and Monitorship period for July and August.
9/13/2022	Kohut, Gene	3.5	\$ 575.00	\$ 2,012.50	Review of case files in preparation for weekly status update call; participate in weekly call; follow up call with M. Dery and E. Zezula; review conference notes; follow up call with E. Zezula re: same; work on sales and marketing process and corresponding document review.
9/14/2022	Dery, Michael	1.8	\$ 450.00	\$ 810.00	Review and reconcile June and July 2022 account transactions to bank balances for defendant accounts; correspondence with A. Blanzly re: historical bank statements.
9/15/2022	Dery, Michael	1.6	\$ 450.00	\$ 720.00	Review July bank statements for YFL, FES, UWS, and VR-Tech provided by A. Blanzly; reconcile same to reported transactions.
9/16/2022	Zezula, Elizabeth	2.1	\$ 295.00	\$ 619.50	Review case files and prepare follow up requests for information related to Sales and Marketing workstream.
9/19/2022	Dery, Michael	2.6	\$ 450.00	\$ 1,170.00	Review of transactions for week ending September 17, 2022 and prepare summaries by defendant account; reconcile account transactions to ending bank balances.
9/20/2022	Dery, Michael	1.9	\$ 450.00	\$ 855.00	Preparation for and participation in weekly status call with Monitorship team; Review of Citizens Bank docuSign requests; communications with A. Blanzly re: same.
9/21/2022	Kohut, Gene	3.5	\$ 575.00	\$ 2,012.50	Prep for interview of A. Nickson; interview A. Nickson with Monitor P. Miles and counsel D. Hall.
9/22/2022	Dery, Michael	1.7	\$ 450.00	\$ 765.00	Communications with Monitor team re: Monitorship account balance and transactions to date; prepare summary of same pursuant to M. Rapkowski request and provide to Monitor team.
9/24/2022	Kohut, Gene	0.5	\$ 575.00	\$ 287.50	Review notes from agent interview and compile same with D. Hall notes.
9/26/2022	Dery, Michael	3.3	\$ 450.00	\$ 1,485.00	Review of transactions for week ending September 24, 2022 and prepare summaries by defendant account; reconcile account transactions to ending bank balances; review of notes from interview with A. Nickson.
9/27/2022	Dery, Michael	1.7	\$ 450.00	\$ 765.00	Preparation for and participation in weekly status call with Monitorship team; follow up communications with G. Kohut and E. Zezula re: workstreams.
9/27/2022	Zezula, Elizabeth	1.1	\$ 295.00	\$ 324.50	Review conference notes and case files in preparation for and participation in Monitorship team meeting; follow up communications with M. Dery and G. Kohut.
9/27/2022	Kohut, Gene	1.9	\$ 575.00	\$ 1,092.50	Preparation for and participation in weekly status call with Monitorship team; review correspondence from attorney Scullen re: scheduling interview with C. Holder; discussion with D. Hall; follow up communications with M. Dery and E. Zezula.
9/28/2022	Zezula, Elizabeth	2.8	\$ 295.00	\$ 826.00	Commence drafting sales and marketing section of 1st Monitorship report.
9/28/2022	Dery, Michael	3.4	\$ 450.00	\$ 1,530.00	Review of sales and marketing documents and research performed by E. Zezula; preparation of sales and marketing report outline; telephone conference with L. Zezula re: drafting Monitorship report.
9/29/2022	Dery, Michael	4.7	\$ 450.00	\$ 2,115.00	Commence drafting report schedules and accompanying notes for each of Defendant bank account transactions for the periods July through August of 2022.
9/30/2022	Dery, Michael	4.8	\$ 450.00	\$ 2,160.00	Review initial draft of sales and marketing section of Monitorship report; provide comments to E. Zezula; commence drafting financial overview section of Defendant's bank accounts and timeline of events subsequent to establishment of Monitorship.
9/30/2022	Dery, Michael	1.2	\$ 450.00	\$ 540.00	Meeting with E. Zezula re: comments to draft report and outline.
9/30/2022	Zezula, Elizabeth	1.2	\$ 295.00	\$ 354.00	Meeting with M. Dery re: comments to draft report and outline.

RIVERON

Invoice #39000

Date: November 16, 2022

Project: Financial Advisory Services - Monitor

Project Lead(s): Dery, Michael

Payment Terms: Upon Receipt

Billing Period: October 1 - October 31, 2022

Patrick Miles
Barnes & Thornburg LLP
171 Monroe Avenue N.W.
Suite 1000
Grand Rapids, Michigan 49503
United States

Professional Personnel	Hours	Rate	Total
Kohut, Gene	8.6	\$575/hr	\$4,945.00
Dery, Michael	62.0	\$450/hr	\$27,900.00
Zezula, Elizabeth	42.0	\$295/hr	\$12,390.00

Total	91.5	\$45,235.00
--------------	------	--------------------

ACH/WIRE INSTRUCTIONS:

Texas Capital Bank
2000 McKinney Avenue, Suite 700
Dallas, TX 75201

Riveron RTS, LLC
ABA # 111017979
Acct # 1111226146

REMIT TO:

Riveron RTS, LLC
PO Box 679265
Dallas, TX 75267-9265

Date	Professional	Time	Rate	Amount	Notes
10/3/2022	Dery, Michael	2.9	\$ 450.00	\$ 1,305.00	Review of transactions for week ending September 24, 2022 and prepare summaries by defendant account; reconcile account transactions to ending bank balances.
10/4/2022	Zezula, Elizabeth	1.1	\$ 295.00	\$ 324.50	Weekly internal monitoring team meeting (prep, attend, wrap-up action items)
10/4/2022	Dery, Michael	1.4	\$ 450.00	\$ 630.00	Preparation for and participation in weekly status call with Monitorship team; follow up communications with G. Kohut and E. Zezula re: workstreams.
10/4/2022	Kohut, Gene	1.2	\$ 575.00	\$ 690.00	Review case files in preparation for Monitorship team meeting; follow up with E. Zezula and M. Dery
10/5/2022	Dery, Michael	1.8	\$ 450.00	\$ 810.00	Compile summaries of defendant account transactions for review and discussion with A. Blanzky; telephone call with G. Kohut re: same.
10/5/2022	Kohut, Gene	0.4	\$ 575.00	\$ 230.00	Conference call with M. Dery re: account transactions.
10/6/2022	Dery, Michael	4.3	\$ 450.00	\$ 1,935.00	Correspondence with A. Blanzky re: September 2022 transactions for FES and YFL account transactions; preparation for and meeting with A. Blanzky re: same; review of additional documentation provided by A. Blanzky; compile notes from meeting.
10/7/2022	Zezula, Elizabeth	4.9	\$ 295.00	\$ 1,445.50	Research and review agent's social media posts, review weekly marketing violation report, document Company's marketing compliance efforts in respective section of draft Monitorship report.
10/7/2022	Dery, Michael	4.3	\$ 450.00	\$ 1,935.00	Follow up meeting with A. Blanzky re: September 2022 transactions for UWE and VR-Tech accounts; compile notes from meeting and work on supporting schedules for Monitorship report.
10/10/2022	Dery, Michael	3.2	\$ 450.00	\$ 1,440.00	Review of transactions for week ending October 1, 2022 and prepare summaries by defendant account; reconcile account transactions to ending bank balances.
10/10/2022	Kohut, Gene	1.1	\$ 575.00	\$ 632.50	Review and analysis of compliance documents; follow up discussion with E. Zezula re: same.
10/10/2022	Zezula, Elizabeth	0.4	\$ 295.00	\$ 118.00	Call with G. Kohut re: compliance documents.
10/11/2022	Zezula, Elizabeth	1.2	\$ 295.00	\$ 354.00	Weekly internal monitoring team meeting (prep, attend, wrap-up action items)
10/11/2022	Dery, Michael	2.7	\$ 450.00	\$ 1,215.00	Preparation for and participation in weekly status call with Monitorship team; follow up communications with E. Zezula re: draft report progress; review of and follow up with A. Blanzky re: additional transactions in VR-Tech.
10/13/2022	Zezula, Elizabeth	4.8	\$ 295.00	\$ 1,416.00	Continued drafting sales and marketing section of Monitor report and exhibits.
10/14/2022	Zezula, Elizabeth	4.9	\$ 295.00	\$ 1,445.50	Continued preparation of draft report re: sales and marketing workstream and observations/recommendations.
10/14/2022	Dery, Michael	3.3	\$ 450.00	\$ 1,485.00	Review draft of sales and marketing section of Monitorship report and corresponding supporting documentation; provide comments to E. Zezula re: same; conference call with A. Blanzky re: payshield.
10/16/2022	Zezula, Elizabeth	2.4	\$ 295.00	\$ 708.00	Condense summarize sales and marketing section of report.
10/16/2022	Kohut, Gene	1.2	\$ 575.00	\$ 690.00	Review latest draft of sales and marketing portion of Monitorship report; follow up with M. Dery
10/16/2022	Dery, Michael	0.7	\$ 450.00	\$ 315.00	Call with G. Kohut re: draft of Monitorship report and supporting exhibits; review and edit supporting exhibits
10/17/2022	Zezula, Elizabeth	1	\$ 295.00	\$ 295.00	Meeting with M. Dery to discuss and address comments on condensed sales and marketing portion of Monitorship report.
10/17/2022	Dery, Michael	2.8	\$ 450.00	\$ 1,260.00	Review of transactions for week ending October 8, 2022 and prepare summaries by defendant account; reconcile account transactions to ending bank balances.
10/17/2022	Dery, Michael	1.3	\$ 450.00	\$ 585.00	Work with A. Blanzky re: access to new YFL account at Citizens bank; follow up communications re: same; review historical agent and customer turnover metrics; communications with R. Ratanpara re: same.
10/17/2022	Dery, Michael	3.4	\$ 450.00	\$ 1,530.00	Continued work on Sales and Marketing sections of draft monitorship report; meeting with E. Zezula re: same.
10/18/2022	Zezula, Elizabeth	2.7	\$ 295.00	\$ 796.50	Weekly internal monitoring team meeting (prep, attend, wrap-up action items); analysis of discipline data received YTD, including new weekly report provided; prepare write up of Company's discipline trends/analysis.
10/18/2022	Kohut, Gene	0.8	\$ 575.00	\$ 460.00	Prepare for and participation in weekly Monitorship call; phone call with M. Dery re: Monitorship account held at Stretto.
10/18/2022	Dery, Michael	2.1	\$ 450.00	\$ 945.00	Follow up with A. Blanzky re: access to new YFL account at Citizens bank; obtain access to new account transaction information; call with G. Kohut re: Stretto bank account balances and transactions.
10/18/2022	Dery, Michael	1.3	\$ 450.00	\$ 585.00	Preparation for and participation in weekly status call with Monitorship team; follow up communications with G. Kohut and E. Zezula re: workstreams.
10/21/2022	Zezula, Elizabeth	5	\$ 295.00	\$ 1,475.00	Travel to Atlanta for Super Saturday conference
10/22/2022	Zezula, Elizabeth	13	\$ 295.00	\$ 3,835.00	Attend Super Saturday event 9am-4pm, interviews with Alfred Nickson and Mike Burgos, meeting with Matt Rapkowski, meeting with Chris Holden, discussions and interviews of various agents; travel from ATL to Detroit.
10/24/2022	Dery, Michael	2.9	\$ 450.00	\$ 1,305.00	Review of transactions for week ending October 15, 2022 and prepare summaries by defendant account; reconcile account transactions to ending bank balances.
10/24/2022	Dery, Michael	0.4	\$ 450.00	\$ 180.00	Conference call with G. Kohut re: status of draft report and workplan.
10/25/2022	Dery, Michael	1.2	\$ 450.00	\$ 540.00	Preparation for and participation in weekly status call with Monitorship team; follow up communications with G. Kohut and E. Zezula re: draft report.
10/25/2022	Zezula, Elizabeth	0.6	\$ 295.00	\$ 177.00	Call with G. Kohut and M. Dery re: team updates and report.
10/25/2022	Kohut, Gene	0.6	\$ 575.00	\$ 345.00	Call with M. Dery and E. Zezula re: team updates and report.
10/25/2022	Dery, Michael	2.7	\$ 450.00	\$ 1,215.00	Review agent and customer turnover metrics; follow up correspondence with R. Ratanpara re: same; work on agent and customer metric template for tracking and analysis.
10/25/2022	Dery, Michael	0.6	\$ 450.00	\$ 270.00	Review notes from Super Saturday event in Atlanta.
10/27/2022	Dery, Michael	5.8	\$ 450.00	\$ 2,610.00	Prepare write-up of defendant's treasury accounts and preparation of related schedules and supporting exhibits including narratives by account for material transactions reviewed.
10/28/2022	Dery, Michael	4.7	\$ 450.00	\$ 2,115.00	Review of consolidated draft of Monitorship report; continued work on treasury/finance and sales and marketing portions of report; provide comments and edits to team.
10/30/2022	Dery, Michael	3.2	\$ 450.00	\$ 1,440.00	Continued work on draft of consolidated Monitorship report; follow up regarding questions and comments from P. Miles; research additional account transactions and related descriptions of account activity.
10/31/2022	Dery, Michael	1.9	\$ 450.00	\$ 855.00	Review and analysis of YFL scholarship recipient checks, compile summary of same for review by Monitor.
10/31/2022	Dery, Michael	3.1	\$ 450.00	\$ 1,395.00	Review of transactions for week ending October 22, 2022 and prepare summaries by defendant account; reconcile account transactions to ending bank balances; conference call with G. Kohut re: draft of Monitorship report.
10/31/2022	Kohut, Gene	3.3	\$ 575.00	\$ 1,897.50	Review draft Monitorship report; conference call with M. Dery re: same; provide comments and edits to team.